

P96000036785



JOHN M. CAMPBELL  
Attorney At Law

April 22, 1996

Division of Corporations  
Florida Department of State  
The Capitol  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation - PROGRESSIVE MARKETING, INC.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for PROGRESSIVE MARKETING, INC. Please file the original, date stamp the copy and return the copy to me together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee also is enclosed.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

*John M. Campbell*  
John M. Campbell

JMC/mev  
Enclosures

APR 29 1996

BSSB

APR 29 1996  
PM 1:16  
FBI - TAMPA

FILED

96 APR 25 PM 1:16  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PROGRESSIVE MARKETING, INC.**

The undersigned, acting as incorporator of PROGRESSIVE MARKETING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

PROGRESSIVE MARKETING, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

110 University Park Drive, Suite 115  
Winter Park, Florida 32792

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by

a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent are:

John M. Campbell  
110 University Park Drive, Suite 115  
Winter Park, Florida 32792

#### **ARTICLE VII. BOARD OF DIRECTORS**

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator are:

Name	Address
John M. Campbell	110 University Park Drive, Suite 115 Winter Park, Florida 32792

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

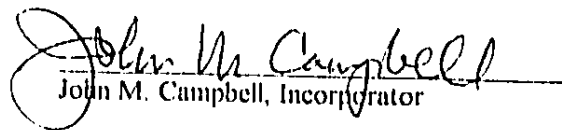
#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of April, 1996.

  
John M. Campbell, Incorporator

### REGISTERED AGENT CERTIFICATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

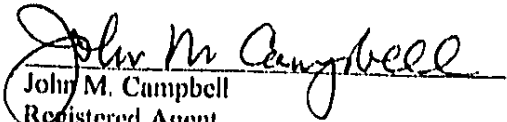
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That PROGRESSIVE MARKETING, INC., has designated its principal office, as indicated in the foregoing Articles of Incorporation, at 110 University Park Drive, Suite 115,

Winter Park, Florida 32792, and has named John M. Campbell at 110 University Park Drive, Suite 115, Winter Park, Florida 32792, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT

Having been named to accept service of process for PROGRESSIVE MARKETING, INC., at the place designated in this certificate, I, John M. Campbell, hereby agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
John M. Campbell  
Registered Agent

FILED  
55 APR 24 PM 1:16  
TALLAHASSEE, FLORIDA  
CLERK OF DISTRICT COURT

P96000036785



JOHN M. CAMPBELL

Attorney At Law

June 28, 1995

FILED  
JUL 2 1995  
TALLAHASSEE, FLORIDA

Division of Corporations  
Florida Department of State  
The Capitol  
Post Office Box 6327  
Tallahassee, Florida 32314

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-07/03/96--01097--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to the Articles of Incorporation of  
PROGRESSIVE MARKETING, INC., Document Number P96000036785

Dear Sir or Madam:

Please find enclosed for filing, the original Articles of Amendment to the Articles of Incorporation of PROGRESSIVE MARKETING, INC. I am also enclosing a copy of the Amendment for certification and return to me. A check in the amount of \$35.00 to cover the filing fee is included with this letter.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

*John M. Campbell*  
John M. Campbell

JMC/cjf  
Enclosures

cc w/ encl: Progressive Marketing, Inc.

N. HENDRICKS JUL 15 1996

*See phone call: add  
date of adoption  
Amend.*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PROGRESSIVE MARKETING, INC.**

**FILED**  
96 JUL -2 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, PROGRESSIVE MARKETING, INC., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following article is hereby added to the Articles of Incorporation of the Corporation:

**ARTICLE XI - PREEMPTIVE RIGHTS**

In the event of an increase in the authorized common stock or the sale of such additional common stock by the Corporation, the holders of the common stock of the Corporation, at that time, shall have the exclusive right to subscribe or purchase in proportion to their holdings of common stock so to be issued (as nearly as may be done without issuance of fractional shares). No holder of common stock shall have any right, preemptive or other, to subscribe or purchase any stock of the Corporation of a different kind, class or series of stock of the Corporation. The preemptive rights shall be exercisable only upon such conditions as are prescribed by the Board of Directors. The shareholder shall be required to purchase the shares at the current value at the time of the purchase.

2. This amendment was approved by the shareholders. The number of votes cast for this amendment was sufficient for approval. The date of adoption was June 28, 1996.

3. The effective date of these Articles of Amendment shall be upon the filing thereof with the Department of State.

The undersigned officer of PROGRESSIVE MARKETING, INC. has hereunto set  
his hand and seal this 28<sup>th</sup> day of JUNE, 1996.

PROGRESSIVE MARKETING, INC.

By: 

\_\_\_\_\_  
Daniel A. Badran  
Vice President



P96000036785



JOHN M. CAMPBELL  
Attorney At Law

FILED  
97 MAR -3 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 27, 1997

Division of Corporations  
Florida Department of State  
The Capitol  
Post Office Box 6327  
Tallahassee, Florida 32314

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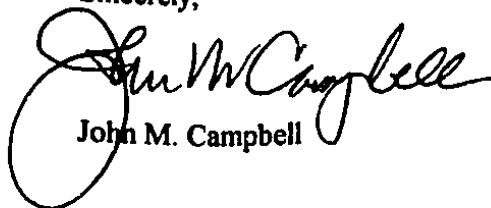
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If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,



John M. Campbell

JMC/cjf  
Enclosures

cc w/ encl: Progressive Marketing, Inc.

N/C

VS MAR 6 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PROGRESSIVE MARKETING, INC.**

**FILED**  
**97 MAR -3 AM 11:09**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

THE UNDERSIGNED, Secretary of Progressive Marketing, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

**AMENDMENT**

Article I of the current Articles of Incorporation is amended to read as follows:

**ARTICLE I - NAME**

The name of the corporation shall be:

**JULIA INTERNATIONAL, INC.**

The foregoing amendment to the Articles of Incorporation of the Corporation was unanimously adopted and approved by the sole shareholder and sole director of the Corporation on February 27, 1997.

The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has hereunto set his hand and seal this 27th day of February, 1997.

  
\_\_\_\_\_  
Daniel A. Badran, Secretary